

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al.)	Case No. 01-1139 (JKF)
)	
Debtors.)	(Jointly Administered)
_____)	

**Re: Docket Nos. 26257, 26259, 26270, 26316,
26351, 26527, 26577, 26578, 26579, 26582,
26585, 26590, 26594, 26597 and 26599**

NOTICE OF FILING JOINT DESIGNATION OF THE RECORD

Pursuant to the District Court's Order dated March 10, 2011 (Dkt. No. 3, Civ. A. 11-99 (RLB), Bankr. Dkt. No. 26527), and Fed. R. Bankr. P. 8006, the above-captioned debtors (the "Debtors"), together with the Official Committee of Asbestos Personal Injury Claimants, the Official Committee of Equity Security Holders, and the Asbestos PI Future Claimants' Representative (collectively, the "Plan Proponents" or "Appellees"), hereby submit this Joint Designation of the Record, attached hereto at Exhibit A.¹

Counsel for the Appellees consulted with the Appellants² during the month of March 2011, in order to develop this Joint Designation of the Record. While this Joint Designation of the Record is comprehensive and reflects agreement on most record designations, the Appellees

¹ Due to the tremendous effort involved in coordinating with, and incorporating requests from, numerous parties, the Bates-numbering of the documents listed on the Joint Designation of the Record is not complete. Once completed, the Appellees intend to re-submit the Joint Designation of the Record with the completed Bates-numbering. The Bates-numbering is reflected as "JA" for "Joint Appendix" and commences with JA 000001.

² The Appellants include all parties who have filed Notices of Appeal regarding this Court's Order Confirming First Amended Joint Plan of Reorganization as Modified Through December 23, 2010, and Recommending that the District Court Enter an Order Issuing and Affirming this Order and Adopting Recommended Findings of Fact and Conclusions of Law, dated January 31, 2011 (Dkt. No. 26155, as amended on February 15, 2011 by Dkt. No. 26289), and the Memorandum Opinion Regarding Objections to Confirmation of First Amended Joint Plan of Reorganization and Supplemental Findings of Fact and Conclusions of Law, dated January 31, 2011 (Dkt. No. 26154, as amended on February 15, 2011 by Dkt. No. 26289). Specifically, Appellants are (1) Garlock Sealing Technologies LLC, (2) AXA Belgium (as successor to Royale Belge SA), (3) Government Employees Insurance Company, (4) Republic Insurance Company, (5) Maryland Casualty Company, (6) the Bank Lender Group, (7) Anderson Memorial Hospital, (8) BNSF Railway Company, (9) the State of Montana, (10) Her Majesty the Queen in Right of Canada, (11) the Libby Claimants, and (12) the Official Committee of Unsecured Creditors.

and certain of the Appellants did not agree on all record designations. Where disagreement remains, the Appellees requested that Appellants file, or Appellants otherwise indicated that they would be filing, separate record designations with the Court. The Appellees hereby reserve their rights to object to the inclusion of the disputed record designations.

In addition, counsel for the Debtors were informed on April 1, 2011 by the District Court that it does not seek hard copies of the documents designated herein at this time. Copies of the documents, whether hard copy or on CD or other format, will be provided to the District Court upon request. An electronic dataroom is being set up by the Appellees with all documents designated herein, and all Appellants will be given access thereto.³

Dated: April 1, 2011

Respectfully submitted,

KIRKLAND & ELLIS LLP

John Donley

Adam Paul

300 North LaSalle

Chicago, IL 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

Deanna D. Boll

601 Lexington Avenue

New York, NY 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

and

³ The Appellees are asking the Appellants to sign an acknowledgment of certain Protective Orders with respect to confidential documents and documents filed under seal in these proceedings. If parties do not execute the acknowledgment form, they will be given access to all documents excluding the confidential documents.

BAER HIGGINS FRUCHTMAN LLC

Janet S. Baer

111 East Wacker Drive, Suite 2800

Chicago, IL 60601

Telephone: (312) 836-4022

Facsimile: (312) 577-0737

and

PACHULSKI, STANG, ZIEHL & JONES LLP



Laura Davis Jones (Bar No. 2436)

James E. O'Neill (Bar No. 4042)

Timothy Cairns (Bar No. 4228)

Kathleen P. Makowski (Bar No. 3648)

919 North Market Street, 17th Floor

P.O. Box 8705

Wilmington, DE 19899-8705

(Courier 19801)

Telephone: (302) 652-4100

Facsimile: (302) 652-4400

Counsel for Appellees/Debtors and Debtors in Possession

CAMPBELL & LEVINE, LLC

/s/ Mark T. Hurford

Mark T. Hurford (No. 3299)
800 N. King Street, Suite 300
Wilmington, DE 19801
Telephone: (302) 426-1900
Facsimile: (302) 426-9947

and

CAPLIN & DRYSDALE, CHARTERED

Elihu Inselbuch
375 Park Avenue, 35th Floor
New York, NY 10152-3500
Telephone: (212) 319-7125
Facsimile: (212) 644-6755

Peter Van N. Lockwood
Jeffrey A. Liesemer
Kevin Maclay
One Thomas Circle, N.W.
Washington, D.C. 20005
Telephone: (202) 862-5000
Facsimile: (202) 429-3301

*Counsel for Appellee/the Official Committee of
Asbestos Personal Injury Claimants*

PHILLIPS, GOLDMAN & SPENCE, P.A.

/s/ John C. Phillips

John C. Phillips (Bar No. 110)
1200 North Broom Street
Wilmington, DE 19806
Telephone: (302) 655-4200
Facsimile: (302) 655-4210

and

ORRICK, HERRINGTON & SUTCLIFFE LLP
Roger Frankel
Richard H. Wyron
Debra L. Felder
1152 15th Street, NW
Washington, DC 20005
Telephone: (202) 339-8400
Facsimile: (202) 339-8500

*Counsel for Appellee/David T. Austern, Asbestos PI
Future Claimants' Representative*

SAUL EWING LLP

Teresa K.D. Currier

Teresa K.D. Currier (Bar No. 3080)
222 Delaware Avenue, Suite 1200
P.O. Box 1266
Wilmington, DE 19899
Telephone: (302) 421-6800
Facsimile: (302) 421-6813

and

KRAMER LEVIN NAFTALIS & FRANKEL LLP

Philip Bentley
David Blabey
1177 Avenue of the Americas
New York, NY 10022
Telephone: (212) 715-9100
Facsimile: (212) 715-8000

*Counsel for Appellee/the Official Committee of Equity
Security Holders*